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Counsel for Panasonic Automotive Systems Company of America

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	Case No. 09-50026 (REG)
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Jointly Administered
	:	
Debtors.	:	
	:	
-----X		

NOTICE OF RECLAMATION DEMAND

PLEASE TAKE NOTICE, that Panasonic Automotive Systems Company of America (“PASA”), by and through its undersigned counsel, hereby files this notice of the delivery of a written demand (the “Reclamation Demand”), pursuant to 11 U.S.C. § 546(c) and applicable non-bankruptcy law, upon the debtors in the above-captioned case (collectively, the “Debtors”) with respect to certain Goods as further detailed in the Reclamation Demand attached hereto as Exhibit A, valued at \$4,089,078.09, which were sold in the ordinary course of PASA’s business with the Debtors and, upon information and belief, delivered to and received by the Debtors during the 45 days prior to the commencement of the Debtors’ bankruptcy cases on June 1, 2009 (the “Petition Date”) while they were insolvent, within the scope of 11 U.S.C. § 546. A copy of

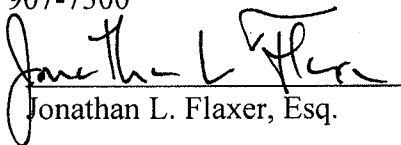
the Reclamation Demand, without exhibits, is annexed hereto and incorporated by reference to this Notice of Reclamation Demand.¹

PLEASE TAKE FURTHER NOTICE, that this Notice of Reclamation Demand is filed without prejudice to PASA's right to recover from, or exercise any other remedy against, General Motors Corp., or any other entity, including any affiliate or subsidiary, of General Motors Corp., that is in the possession, custody or control of, and/or is responsible for payment of, the Goods as referenced in the Reclamation Demand.

PLEASE TAKE FURTHER NOTICE, that PASA hereby reserves all of its rights and all available remedies under applicable law, including without limitation, pursuant to section 503(b)(9) of the Bankruptcy Code, to assert an administrative claim for those Goods delivered to and received by the Debtors in the ordinary course of business within the 20 days prior to the Petition Date.

Dated: New York, New York
June 10, 2009

GOLENBOCK EISEMAN ASSOR BELL
& PESKOE LLP
437 Madison Avenue
New York, New York 10022
(212) 907-7300

By: 
Jonathan L. Flaxer, Esq.

*Counsel for Panasonic Automotive Systems
Company of America*

¹ A schedule identifying the Goods is attached to the Reclamation Demand and provided to the Debtors and their professionals. However, as that schedule constitutes confidential business information of PASA, it has not been filed herewith.

EXHIBIT A

Reclamation Demand

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June 10, 2009

Via FedEx

The Debtors
c/o General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090-0925
Attn: Warren Command Center
Mail Code 480-206-114

Via Hand Delivery

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Nathan M. Pierce, Esq.

Re: *In re General Motors Corp., et al.*
Case No. 09-50026 (REG)
Reclamation of Goods

To Whom It May Concern:

In accordance with the Order Pursuant to 11 U.S.C. §§ 105(a) and 546(c) Establishing and Implementing Exclusive and Global Procedures for Treatment of Reclamation Claims, dated June 1, 2009, Panasonic Automotive Systems Company of America ("Shipper") hereby demands the reclamation and immediate return of all goods sold and delivered to General Motors Corporation and its debtor affiliates (collectively, the "Debtors") within the 45 days preceding the commencement of the Debtors' bankruptcy proceedings (the "Goods"), including, without limitation, those Goods identified on Schedule 1 annexed hereto.

The names of the Debtors to which such Goods were delivered are:

General Motors Corp.;
GM Service Parts Operations; and
Saturn Corporation.

GOLENBOCK EISEMAN ASSOR BELL & PESKOE LLP

The Debtors
c/o General Motors Corporation

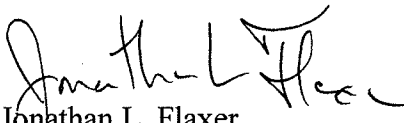
Weil, Gotshal & Manges LLP
Attn: Nathan M. Pierce, Esq.
June 10, 2009
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Copies of invoices relating to such Goods and other relevant documents are available upon request.

This Reclamation Demand is made without prejudice to PASA's right to recover from, or exercise any other remedy against, General Motors Corp., or any other entity, including any affiliate or subsidiary, of General Motors Corp., that is in the possession, custody or control of, and/or is responsible for payment of, the Goods as referenced in the Reclamation Demand.

PASA hereby reserves all of its rights and all available remedies under applicable law, including, without limitation, pursuant to 11 U.S.C. § 503(b)(9), to assert an administrative expense claim for those Goods delivered to and received by the Debtors in the ordinary course of business within the 20 days preceding the commencement of the Debtors' bankruptcy proceedings.

Very truly yours,


Jonathan L. Flaxer

cc: Larry Roach, Esq.